

6767-A (B)

**BALL JANIK LLP**

A T T O R N E Y S

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LOUIS E. GITOMER  
OF COUNSEL  
(202) 466-6532

July 26, 1999

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of the two documents described below, to be recorded pursuant to 49 U.S.C. § 11301.

The first document is a Release and Satisfaction of Conditional Sale Agreement, a secondary document, dated as of January 20, 1983. The primary document to which this is connected is recorded under Recordation Number 6767. We request that this document be recorded under Recordation Number 6767-A.

The name and address of the party to the Release and Satisfaction of Conditional Sale Agreement is:

Assignee:

Mercantile Trust Company National Association  
1 Mercantile Tower  
St. Louis, MO 63166

A description of the equipment covered by the Release and Satisfaction of Conditional Sale Agreement consists of six SW-1500 1500 horsepower diesel electric locomotives numbered TRRA 1512-1517, inclusive.

The second document is a Bill of Sale, a secondary document, dated as of January 20, 1983. The primary document to which this is connected is recorded under Recordation Number 6767. We request that this document be recorded under Recordation Number 6767-B.

The name and address of the party to the Bill of Sale is:

**BALL JANIK LLP**

Honorable Vernon A. Williams

July 29, 1999

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**Seller:**

Mercantile Trust Company National Association  
1 Mercantile Tower  
St. Louis, MO 63166

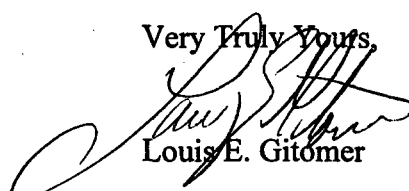
A description of the equipment covered by the Bill of Sale consists of six SW-1500 1500 horsepower diesel electric locomotives numbered TRRA 1512-1517, inclusive.

A fee of \$52.00 is enclosed. Please return the original of each document to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the documents to appear in the index follows: (1) a Release and Satisfaction of Conditional Sale Agreement by Mercantile Trust Company National Association, 1 Mercantile Tower, St. Louis, MO 63166, and (2) a Bill of Sale by Mercantile Trust Company National Association, 1 Mercantile Tower, St. Louis, MO 63166, both covering six SW-1500 1500 horsepower diesel electric locomotives numbered TRRA 1512-1517, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS that MERCANTILE TRUST COMPANY NATIONAL ASSOCIATION, a corporation of the State of Missouri, in consideration of the sum of One Dollar (\$1.00) and other valuable considerations to it in hand paid by Terminal Railroad Association of St. Louis, a Missouri corporation, the receipt and sufficiency of which are hereby acknowledged, has bargained and sold and by these presents does bargain, sell, grant, assign and transfer unto the said Terminal Railroad Association of St. Louis all of its right, title and interest in and to the following described personal property, delivery whereof at St. Louis, Missouri, is, as of the date of these presents, made to the said Terminal Railroad Association of St. Louis, to-wit:

Six (6) 1500 horsepower Model SW-1500 Diesel Electric Switching Locomotives, as described in Builder's Proposal No. 4617, dated July 11, 1972, Railroad's Purchase Order No. 112, December 15, 1971, bearing Buyer's Road Numbers 1512 to 1517, both inclusive.

being the locomotives described in and covered by that certain Conditional Sale Agreement, dated as of October 1, 1972, by and between General Motors Corporation, a Delaware corporation, and Terminal Railroad Association of St. Louis, a Missouri corporation, and an Agreement and Assignment, dated as of October 1, 1972, between General Motors Corporation and Mercantile Trust Company National Association, said Conditional Sale Agreement and said Agreement and Assignment having been filed and recorded as one document as follows:

In the office of the Interstate Commerce Commission on October 10, 1972, and recorded as Recordation Number 6767.

TO HAVE AND TO HOLD the same unto the said Terminal Railroad Association of St. Louis, its successors and assigns, forever.

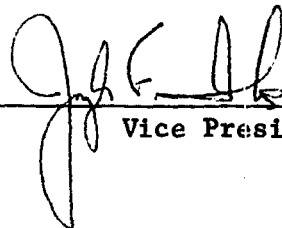
And the said Mercantile Trust Company National Association does for itself, its successors and assigns, covenant and agree to and with the said Terminal Railroad Association of St. Louis that, under the terms of said Conditional Sale Agreement and the assignment thereof, hereinabove referred to, it has the right to sell the above-described locomotives, and that the same are free and clear of all liens and encumbrances created by the undersigned or created or retained under the terms of the above-mentioned Conditional Sale Agreement and the assignment thereof, and that it will warrant and defend the same against all persons lawfully claiming or to claim the whole, or any part thereof, through or under the undersigned.

IN WITNESS WHEREOF, MERCANTILE TRUST COMPANY NATIONAL ASSOCIATION, has caused this instrument to be executed in duplicate as of the 20th day of January, 1983.

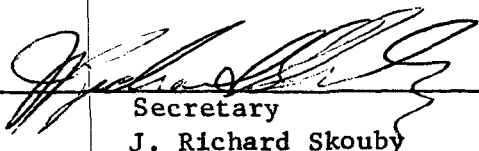
MERCANTILE TRUST COMPANY NATIONAL ASSOCIATION

ATTEST:

By



Vice President

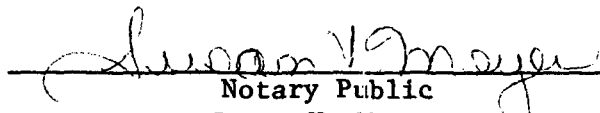
  
Secretary  
J. Richard Skouby

STATE OF MISSOURI    )  
                              )  SS  
CITY OF ST. LOUIS    )

On this 20th day of January, 1983, before me appeared Joseph F. Imbs, to me personally known, who, being by me duly sworn, did say that he is a Vice-President of Mercantile Trust Company National Association, a corporation, and that the seal affixed to the foregoing instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and said Joseph F. Imbs acknowledged said instrument to be the free act and deed of said corporation.

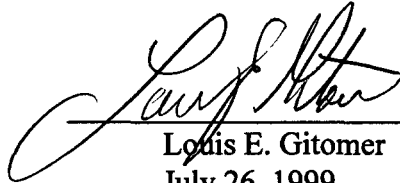
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at my office in the City of St. Louis, Missouri, the day and year first above written.

My commission expires: July 1, 1985.

  
\_\_\_\_\_  
Notary Public  
Susan V. Meyer

# CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Bill of Sale dated as of January 20, 1983, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



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Louis E. Gitomer  
July 26, 1999